Foodfight!™
Worldwide
Marketing Plan
THRESHOLD
ANIMATION STUDIOS

THE GOAL FOR THE MARKETING CAMPAIGN IS TO HVAE100% WORLDWIDE AWARENESS OF FOODFIGHT! TO FAMILIES 6 WEEKS PRIOR TO FILMS RELEASE

TO ACHIEVE THAT GOAL Lions Gate & THRESHOLD ARE HELPING TO CREATE:

$200 MILLION IN WORLDWIDE MARKETING & CROSS PROMOTIONAL SUPPORT

On the following pages, we'll tell you in more detail about the plan.

THRESHOLD ANIMATION STUDIOS

STAGE 1 DOMESTIC DISTRIBUTION

LGF
LIONS GATE
FILMS

- In the Spring of 2007 LGF will nationally release Foodfight!
- LGF will be at the center of a $100-150mil domestic P&A campaign.
- This is LGF's tent-pole family theatrical event for 2007.

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STAGE 1 DISTRIBUTION

Domestic: LIONS GATE FILMS: Minimum $20 million in P&A; U.S. National Release October 21, 2006.

Lions Gate will support the film with the following programs:

- National Network Television Campaign beginning 6 Weeks prior to release - ABC, CBS, NBC
- Highly targeted television campaign to Moms, young adults and children through ABC Family, MTV, Nick at Nite, TV Land, Hallmark, Comedy Central, TLC, Nickelodeon, Toon Disney, Cartoon Network.
- Large format outdoor campaign starting 8 weeks prior
- National Radio campaign on Top 40, Radio Disney and more
- Syndication - daytime programming media buys to increase penetration to Moms.
- Print Campaign to start 8 weeks prior in publications like People, USA Today, etc.
- Movie trailer/teaser campaign to begin May 2006 in theaters and on Family Home Entertainment releases to home video.
- Online Foodfight! Supersite launching February 2006. This site will help coordinate all the individual brand efforts and control the national contests/sweepstakes.

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STAGE 2
BRAND MARKETING PARTNERS

These marketing partners are the cornerstone of Foodfight's promotional campaign. They have product or product icons appearing in the film.

Proctor & Gamble		Energizer	Cadbury Schweppes
ConAgra	IBM		Well's Dairy
Pinnacle Foods	Day Lee Foods		Masterfoods
Hormel	Orange Glo		Del Monte
Interstate Bakeries		Farmland Dairies	Got Milk?

These brands will support the film with co-promotion and marketing programs with values of $2 to $20mil *each,* through television, print, on-line, point of sale, on-pack, sweepstakes/contests and in-store campaigns.

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STAGE 2 Five Main Domestic Marketing Partners…

P&G

- "Foodfght! Fighting Grime" campaign
- Icons: Mr. Clean and Mr. Pringle
- $20mil in min support
- Three Hundred million plus impressions estimated

Eveready Battery Company

- Energizer Bunny
- Not just in supermarkets - Home Depot, Drug, Specialty, etc.
- Negotiating $10mil deal now
- Dedicated program into specific retail channel

IBM

- World's largest computer company
- Have begun a teaser campaign in Time Magazine, Fortune, etc.
- Launching original character in the film

Cadbury Schweppes

- Hawaiian Punch/Foodfight! Slurpee Flavor
- Negotiating deal with 7-Eleven to be Foodfight! partner
- Could deliver upwards of $15mil plus in support

Farmland Dairies

- Foodfight! characters on cartons of milk
- 30 million plus impressions estimated
- Dedicated campaign to schools

THRESHOLD ANIMATION STUDIOS

STAGE 2 (cont) Additional Brand Marketing Partners

The following smaller brand partners may provide updwards of $30mil in support and literally hundreds of millions of impressions through on-pack, in-store, on-line, print, the support of some national and regional programs and maybe limited TV promotion.

HORMEL - Touring Spam Mobile to appear at key retailers all over the country like Wal-Mart. Print campaign targeted towards moms in magazines like People. On package bursts and promotions as well as participation in overall retail campaigns. Spam alone generates 20 million plus impressions a month. Participation in national sweepstakes/promotion.

PINNACLE FOODS - Massive, national multi-brand cross promotion - Vlassic, Mrs. Butterworths, Mama Celeste, etc. On pack promotions, dedicated Foodfight! point of sale displays and participation in national sweepstakes/promotion.

WELL'S DAIRY - Creation of an actual ice cream product based on character Polar Penguin directly from the feature film. Dedicated signage for the special new flavor, in addition to cross promotion across multiple brands of ice cream. May included limited television campaign on a regional basis.

DEL MONTE - Providing support for in-store and FSI multi-brand retail program for the grocery channels. Participation in national sweepstakes/promotion. Dedicated DVD promotional program.

CONAGRA - Providing support for in-store and FSI multi-brand retail program for the grocery channels. Participation in national sweepstakes/promotion. Inserts, coupons and bounce back opportunities will also be included.

INTERSTATE BRANDS - Providing support for in-store and FSI multi-brand retail program for the grocery channels. Participation in national sweepstakes/promotion. Inserts, coupons and bounce back opportunities will also be included.

Source: Variety.com
Note: 2001-2004

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STAGE 2 Foreign Component

BRAND SUPPORT:

Threshold will work with all of its foreign distribution partners and introduce them to any of the brand partners that have worldwide products or want to do international promotions.

INDIGENOUS BRAND SUPPORT:

One of the most amazing things about computer animation, and to this movie in particular, is the ability to change what's in an actual scene based on the territory of where the movie is being shown.

Foodfight! offers it's foreign distributors an unprecedented opportunity:

THE ABILITY TO INSERT LOCAL BRANDS INTO THE FILM

Threshold has already identified a minimum of three locations in the film to do this (although more may be available) where we will add a famous character indigenous to the territory.

The famous local brands can then deliver marketing and cross promotional support in a manner similar to the domestic promotions. This can potentially be worth millions of dollars in additional "P&A."

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STAGE 3 SECONDARY MARKETING PARTNERS

These are companies that don't have any product *in the film* but want to be *associated* with it.

These can be companies like Boost Mobile, Capital One, Comcast, etc.

Lions Gate has hired an additional company, The Regan Feeney Group to specifically handle working with secondary marketing partners.

These partners can provide anywhere between $1-30mil in additional support.

STAGE 3 Secondary Marketing Partners (cont.)

Secondary Marketing Partners = Big $ Support

These partners range from companies of all different sizes, both worldwide and domestic, that have one thing in common: they want to be associated with great family entertainment properties - just like *Foodfight!*

Lions Gate is already working on domestic deals with companies like Comcast, Time Warner Cable, Boost Mobile, Capital One, AOL, Mastercard and others.

The goal is to create promotions through traditional *and* non-traditional grocery channels. For example, the deal currently being negotiated with Boost Mobile is for Boost Mobile to create an exclusive television campaign based around the characters in the film. Boost's products are also sold in untraditional channels, everything from specialty to shopping malls where dedicated promotions would go.

Another example is a credit card partner like Capital One. Credit cards are great ways to buy groceries - and a potential big partnership or tie-in. For example, the bank can run a promotion that goes something like this:

"Use your Capital One Visa at anyone of these (fill in retailer's name) from now until the release of this year's most incredibly fun movie *Foodfight!* and be entered to win a year's worth of free groceries"

From television, to print, to instant messaging and beyond - these secondary partners can deliver big valued promotions to the widest possible audiences.

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STAGE 4 RETAIL PARTNERS

Retail partners include the following:

Grocery Stores/Supermarkets
- Safeway, Albertsons, Kroger, Winn-Dixie etc.

Mass Merchandisers
- Target, Wal-Mart, Sam's Club, K-Mart, Toys R Us, Best Buy, etc.

Convenience Stores
- 7 Eleven, Circle K, Quik Mart, etc.

Food & Drug
- CVS, Rite Aid, Walgreens, etc.

QSR (Quick Service Retail)
- Burger King, Wendy's, Denny's, Subway, KFC, Taco Bell, etc.

This is once in a lifetime opportunity for retailers because the movie takes place in "their world."

Either combined with specific brand partner promotions as mentioned earlier, or doing tie-ins and promotions on their own, each is a tremendous outlet and touch point for the Foodfight! experience.

Lions Gate has hired, Big Tent, a company that specializes in putting retail promotions together, to specifically develop campaigns with retail partners.

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STAGE 4 Retail Partners (cont.)

Foodfight! Is A Once In A Lifetime Opportunity For Retailers, The Film Is "Their

At retail we expect to deliver different unique programs in different channels. Obviously one of the most exciting retail partners for this movie is the Grocery Store (which now also includes Wal-Mart and Target as they do a big grocery business).

Lions Gate and Big Tent are developing exclusive grocery store programs for Safeway/Kroeger (amongst others) that would include things like the following:

- Paint the store program - the entire store's promotional program is Foodfight! based. This would include posters, floor magnets, banners, and on-package support from the multiple brands participating in the film.
- Movie ticket give away at checkout. Buy a certain amount of products and get two free tickets to the movie.
- National Sweepstakes with contests and promotions ranging from winning a trip to Hollywood and tickets to the premiere to providing a voice in one of Threshold's next animated movies.
- Regional Contests - on a market by market basis the ability to win a private screening of the movie for 50 people.

Lions Gate is working with Cadbury Schweppes to develop an exclusive national program for 7-Eleven Stores. The program would include the following:

- Complete store integration with banners, window treatments, cups, POS, etc.
- Foodfight!/Hawaiian Punch Flavored Slurpy

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STAGE 4 Retail Partners (cont.)

Third Party Retail Partners May Deliver Upwards of $50Mil Worth Of Promotional V

NON-TRADITIONAL RETAIL CHANNELS/QSR PARTNER
The non-traditional retail channels include stores like Best Buy, Toys R Us, K-Mart, Circuit City and others.

Lions Gate will create programs with these retailers through third-party tie-ins with companies like Comcast, Boost Mobile, Motorola, etc. These programs will be supported with:

- customized campaigns with product displays, shelf-talkers, posters, end cap cards, circular advertising (mailers to 20 million plus customers)
- potential in-store TV/Radio
- national tagged media.
- A unique value message specific to the retailer with an on-pack premium and tie-in with the promotional partners

QSR PARTNER - Unique Opportunities exclusive to Foodfight!

- Actual 3-D model of restaurant integrated into film
- Custom food products for kids “Happy Meals” based on the characters from the film
- Co-promotions and bounce back coupons at retail to drive customers to restaurants
- Potential $30Mil in value

STAGE 5 Merchandising Program

Foodfight! will be supported with a worldwide merchandising program that has an incredibly unique component to it: food and consumer goods products based on the characters' products from the film.

This gives our merchandise access to retailers who normally might not carry toys/games etc. For example, in a grocery store we can not only sell Dex Dogtective cereal, which we will create based on our fictional star of the film, but the Dex plush doll at the checkout. We are able to use the leverage of the film and it's location to create additional outlets for our products - which in turn are 'mini-billboards' for the movie wherever you go.

Here is what's in the works for merchandise already:

On Shelf 4 weeks prior to films release:

- Video Games (PS2, Xbox, PSP and GBA) - Take 2/Global
- Apparel - CK Pacific (t-shirts, sleep ware, hats, back
- Toys - Playmates
- Board Games - Masterpieces
- Books - Random House
- Food Products - based on fictional characters - Dex, Dan, etc.
- Soundtrack - Hillary Duff providing song

The merchandising partners alone may deliver upwards of $10mil in cross promotional support and value for the movie!

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BONUS STAGE

We call this last stage a bonus stage, because technically, it's intention is not that of marketing and publicity. However, that is an unavoidable, and very positive bi-product of the following:

THE Foodfight!™ Foundation

This is a charity event that can be replicated all over the world and is designed to get kids active and involved in their community and world events.

The goals of the *Foodfight! Foundation* Initiatives are to: (1) engage children around the world in hands-on efforts where they feel that they are making a difference in their communities and at the same time having fun; (2) generate food, funds and awareness about the issue of hunger relief and the tens of millions of people who are at risk of going to bed hungry every night; (3) educate kids (and their parents) about nutrition and the importance of good eating habits; and (4) create a campaign in conjunction with a blockbuster movie that "thinks nationally" and "acts locally"

The specific details are still being worked out, but the idea is to have kids and their schools compete in a contest to deliver the most food to the homeless, shelters, mission, the red-cross, or people in need all over the world. The school that delivers the most will have their class

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